

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:
	:
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:
	:
Debtors. <sup>1</sup>	:
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Chapter 11  
Case No. 18-23538 (RDD)  
(Jointly Administered)

**LIMITED OBJECTION OF ORKIN, LLC TO NOTICE OF CURE COSTS  
AND POTENTIAL ASSUMPTION AND ASSIGNMENT OF EXECUTORY  
CONTRACTS AND UNEXPIRED LEASES IN CONNECTION  
WITH GLOBAL SALE TRANSACTION**

Orkin, LLC (“Orkin”) submits this Limited Objection to the Debtors’ Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction [Docket 1731] (the “Assumption Notice”) filed on January 18, 2019, and respectfully states as follows:

1. Orkin and Sears, Roebuck and Co., a New York corporation (“Sears”), Sears Operations LLC, a Delaware limited liability company (“Sears Ops”), Kmart Corporation, a Michigan corporation (“Kmart”), Kmart Operations LLC, a Delaware limited liability company (“Kmart Ops”), Sears Roebuck de Puerto Rico, Inc., a Delaware corporation (“SRPR”), Innovel

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Solutions, Inc., a Delaware corporation (“Innovel”), and Sears Home Improvement Products, Inc., a Pennsylvania corporation (“SHIP”) (individually or collectively, Sears, Sears Ops, Kmart, Kmart Ops, SRPR, Innovel, and SHIP are referred herein to as “Company”) are parties to that certain Master Services Agreement effective January 1, 2018 (as amended, the “Agreement”), under which Orkin provides pest control services to certain facilities.

2. Upon information and belief, the Debtors’ Assumption Notice identifies the Agreement as Contract No. CW2334069, which includes Numbers 5385 through 5403 on Exhibit A of the Assumption Notice (the “Orkin Line Items”).

3. The Assumption Notice identifies a single cure of \$396,273, on Orkin Line Item 5384, for the Agreement. Given that all of the Orkin Line Items refer to the same contract number – CW2334069 - it appears the Debtors are asserting a total cure of \$396,273 for the assumption of the Agreement.

4. Paragraph 17 of the Assumption Notice required objections to the Assumption Notice to be filed by January 25, 2019. In order to avoid filing this Limited Objection, Orkin attempted to clarify the relief it seeks with Debtors’ counsel. In connection with the attempted clarification, Debtors’ counsel extended the objection deadline until January 28, 2019, to give Debtors’ counsel an opportunity to work through the issue with Orkin’s counsel. Having not yet heard back from Debtors’ counsel, Orkin has filed this Limited Objection out of an abundance of caution. In the event that Orkin receives the stated amount of \$396,273 for assumption of the Agreement, Orkin does not object to assumption of the Agreement.

WHEREFORE, Orkin respectfully requests that the Court enter an Order requiring payment of \$396,273 for any assumption of the Agreement, together with such other and further relief as is just and proper.

Dated: January 28, 2019

ARNALL GOLDEN GREGORY LLP

By: /s/ Darryl S. Laddin  
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*Attorneys for Orkin, LLC*

**CERTIFICATE OF SERVICE**

I, Darryl S. Laddin, hereby certify that on January 28, 2019, the foregoing *Limited Objection of Orkin, LLC to Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction* was served on the following:

1. The parties requesting ECF notifications via the Court's CM/ECF case notification system;

2. All other parties requesting notice pursuant to Rule 2002 and in accordance with this Court's Amended Order Implementing Certain Notice and Case Management Procedures entered on November 1, 2018 [Docket No. 405];

3. The parties set forth below by regular, first class mail:

- a. Chambers of the Honorable Judge Robert D. Drain  
United States Bankruptcy Court for the Southern District of New York  
300 Quarropas Street, Room 248  
White Plains, New York 10601
- b. Sears Holdings Corporation  
3333 Beverly Road  
Hoffman Estates, Illinois 60179  
Attn: Stephen Sitley Esq.  
Luke J. Valentino, Esq.
- c. Office of the United States Trustee for Region 2  
201 Varick Street, Suite 1006  
New York, New York 10014  
Attn: Paul Schwartzberg, Esq.

4. The parties set forth below by electronic mail:

- a. Debtors  
Rob Riecker - rob.riecker@searshc.com  
Luke Valentino - luke.valentino@searshc.com  
Mohsin Meghji - [mmeghji@miiipartners.com](mailto:mmeghji@miiipartners.com)
- b. Debtors' Counsel  
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- c. Attorneys for Bank of America, N.A., administrative agent under the First Lien Credit Facility and the DIP ABL Agent  
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Dated: January 28, 2019

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